

# **Truth Has A Voice Foundation**

## **Minutes of Board Meeting of May 24, 2023**

### Call to Order

The meeting was convened in-person at offices of Ark Valley Voice, 101 North F Street in Salida at 5:00 p.m.

At this date, the Board of Truth Has a Voice (THAV) Foundation consists of four members: Merrell Bergin, President; Joe Jordan, Treasurer and Secretary; Director; JoAnne Allen, and Tonya Wyles, Director.

All were duly notified of the meeting via email on May 10, 2023 and provided with an agenda. The agenda was followed by a full board packet of financial statements emailed to the parties on May 19, 2023.

Present were Merrell Bergin, Joe Jordan, Joanne Allen and Ark Valley Voice Managing Editor/Publisher, Jan Wondra. Tonya Wyles joined via ZOOM.

### Consent Agenda

Minutes of the April 27, 2023 Board Meeting were reviewed and approved.

### Treasurer's Reports by Fund/Program

President Merrell Bergin reviewed the most current Statement of Financial Position (Balance Sheet) for the Ark Valley Voice Fund as of April 30, 2023. In addition, he presented the Statement of Activities (Profit and Loss) for the period January 1, 2023 through April 30, 2023. All balances have been tied out from QuickBooks to bank accounts as well as to the monthly financial statements produced by the fiscal sponsor, the Institute for Nonprofit News (INN).

Bergin addressed the separate Truth Has Voice Foundation outreach fund, stating no new activity since Dec. 31, 2022. Bookkeeping for this fund is done by Treasurer Joe Jordan and again, has been tied out to the local bank account as well as to the monthly statements produced separately by the Institute for Nonprofit News (INN). As of April 30, 2023, the balance of the THAVF Outreach Fund was \$3,489.61 in the account at INN and \$110 in the HCB account.

THAV fund will also be responsible for paying to the AVV fund the \$1,000 grant awarded for the (now) Summer, 2023 AVV intern. *Update: intern declined to join "too much work/stress".*

Per a discussion at the previous meeting, it was determined that the D&O liability insurance premium of \$570, paid from the AVV account, is properly the responsibility of THAVF as a whole, and accordingly, a Resolution was unanimously passed instruct INN to transfer \$570 from THAVF's account at INN to AVV's.

A budget for the fiscal year beginning July 1, 2023 has been drafted and will be sent to the Board for review and potential adoption at the July Board meeting.

### Board Governance

- 2023 Board
  - Additional members – a few names suggested, need to reach out
  - Advisory Board – tabled to next meeting
  - **Resolution:** Accept "Role of the Board" document - tabled to next meeting
  - Review combined Board Matrix – still waiting on member input
- Finalize Policies
  - **Resolution:** Accept Conflict of Interest Policy for Board/Corp. Officers, set sign-off due date - tabled to next meeting
  - **Resolution:** Accept revised Bylaws – not discussed – need Joe Jordan input

### New Business

- Competitive Media Update -O'Rourke Media Group (OMG) – Jan updated
- Overview of AI – ChatGPT, local impact, strategy to counter – Jan updated
- Corporate Sponsorships – none yet
- Christmas in July – runs all month, event date/venue for wrap up TBD
- Fall candidate forums for the fall Salida City and School Board elections – discussed.

The meeting was adjourned at 6:50 p.m.

/S/ Merrell Bergin, President

/S/ Joseph R. Jordan, Acting Secretary

Approved: July 6, 2023